



## TRESCON LIMITED

CIN: L70100MH1995PLC322341

Regd off.: 203-204, Second Floor, Orbit Plaza, New Prabhadevi Road, Prabhadevi, Mumbai – 400 025

Email: [cs@trescon.com](mailto:cs@trescon.com) | Website: [www.trescon.com](http://www.trescon.com) | Tel: 022-49153599

### POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

#### **To all the Shareholders of Trescon Limited**

Notice is hereby given pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020 and the General Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and pursuant to other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), that approval of the shareholders of Trescon Limited ("the Company") through Postal Ballot (voting through electronic means only i.e. e-voting) is being sought in respect of the resolutions set out hereinafter.

The explanatory statement pursuant to Sections 102 and 110 of the Act, read with the rules framed thereunder pertaining to the said resolutions, setting out the material facts and the reasons thereof is appended hereto for your consideration.

#### **SPECIAL BUSINESS:**

##### **1. Appointment of Mrs. Pooja Joshi (DIN: 08125346) as an Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on a declaration of meeting criteria of Independent Director and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. Pooja Joshi (DIN: 08125346), who was appointed as an Additional Director under the category of Woman Independent Director of the Company by the Board of Directors pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member

proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of five consecutive years commencing from November 12, 2021 to November 11, 2026 and that she shall be paid sitting fees for attending Board and Committees meetings as may be determined by the Board of Directors of the Company from time to time within the overall limits as prescribed under the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

## **2. Appointment of Mr. Jinang Shah (DIN: 08388082) as an Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on a declaration of meeting criteria of Independent Director and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Jinang Shah (DIN: 08388082), who was appointed as an Additional Director under the category of Independent Director of the Company by the Board of Directors pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of five consecutive years commencing from November 12, 2021 to November 11, 2026 and that he shall be paid sitting fees for attending Board and Committees meetings as may be determined by the Board of Directors of the Company from time to time within the overall limits as prescribed under the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

## **3. Appointment of Mr. Hareshkumar Suthar (DIN: 08388083) as an Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on a declaration of meeting criteria of Independent Director and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Hareshkumar Suthar (DIN: 08388083), who was appointed as an Additional Director under the category of Independent Director of the Company by the Board of Directors pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of five consecutive years commencing from November 12, 2021 to November 11, 2026 and that he shall be paid sitting fees for attending Board and Committees

meetings as may be determined by the Board of Directors of the Company from time to time within the overall limits as prescribed under the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**For and on behalf of the Board of Directors of Trescon Limited**  
**Sd/-**

**Place:** Mumbai

**Date:** November 12, 2021

**Vilas Kharche**  
**Chairman and Wholetime Director**  
(DIN:02202006)

**Notes:**

1. A statement pursuant to Sections 102 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, setting out the material facts for the proposed resolutions, is appended herein below and forms part of the Notice.

2. In view of the ongoing COVID-19 pandemic and the extent provisions of MCA Circulars, the Company would be sending this Postal Ballot Notice only through e-mail to all the shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from Depositories as on Friday, December 10, 2021 ("the cut-off date") who have registered their e-mail addresses with the Depository Participant (DP) / Registrar and Share Transfer Agent (RTA). The hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders. Accordingly, the communication of the assent or dissent of the shareholders would take place through e-voting only.

3. The Postal Ballot Notice is hosted on Company's website at [www.trescon.com](http://www.trescon.com) and also on website of the stock exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).

4. The Board of Directors of the Company ("the Board") has appointed Mr. Raghunath Bhandari (C.P. No. 15381) Practising Company Secretary, proprietor of R.Bhandari & Co., Company Secretaries as the Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.

5. In case of joint holders, a shareholder whose name appears as first holder in the order of their names as per Register of Members will be entitled to cast vote.

6. Shareholders holding shares in physical form are requested to note that in terms of Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities.

In view of the above and in order to eliminate risks associated with physical transfer of securities, shareholders holding equity shares of the company in physical form are requested to consider converting their holdings to dematerialised form.

7. Shareholders may please note that SEBI has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of amount of such

transactions. Shareholders may please note that SEBI has also made it mandatory for submission of PAN in the following cases:

- i) Deletion of name of the deceased shareholder(s)
- ii) Transmission of shares to the legal heir(s) and
- iii) Transposition of shares

Further the shareholders are requested to kindly note that SEBI has mandated the shareholders holding shares in physical form to register their PAN, KYC details, Bank particulars, contact details and nomination against their folio number. PAN is also required to be linked to AADHAR Number by the shareholders to be considered as a valid PAN.

Shareholders are requested to provide hard copy of the following self-attested documents to Registrar and Share Transfer Agent i.e. Satellite Corporate Services Pvt. Ltd. for registration against their respective folio(s):

**Identity proof:** Copy of PAN Card/ AADHAR Card

**Address proof:** Copy of AADHAR Card/ Passport/ Client master list/ Utility bill not over 3 months old.

**Bank details:** Copy of the cancelled cheque stating the name of the shareholder as an account holder.

**Contact details:** Mobile number, email id

**Nominations:** Please provide form SH 13 duly filled and signed.

**In absence of any of the above information registered against your folio number, your folio number will be frozen for any updation / dividend payment in direction with the aforesaid circular.**

8. Shareholders are requested to intimate changes, if any pertaining to their name, postal address, email address, mobile/phone numbers, PAN, mandates, nominations and bank details etc. to their DP in case shares are held by them in electronic form and to Satellite Corporate Services Pvt. Ltd, Registrar and Share Transfer Agent of the Company, in case of shares are held by them in physical form.

9. To support **“Green Initiative”**, the shareholders who have not registered their email ids are requested to register the same with their DPs in case share are held in electronic form and with Satellite Corporate Services Pvt. Ltd, Registrar and Share Transfer Agent of the Company in case shares are held in physical form, which could help the Company for sending paperless communication in future. The Company has also made available an email id registration facility to its shareholders through Satellite Corporate Services Pvt. Ltd, for the purpose of receiving all the communication including notice of meetings and annual reports etc. in electronic mode.

10. The voting rights of the shareholders shall be in proportion to their shareholding in the Company as on the cut-off date for evoting i.e. December 10, 2021.

Any person or entity acquires shares of the Company and becomes a shareholder after sending Postal Ballot Notice and holding shares of the Company as on cut-off date for evoting i.e. December 10, 2021, can refer to this Notice and other relevant communication including remote evoting instructions, hosted on Company's website at [www.trescon.com](http://www.trescon.com).

11. The e-voting period commences on Friday, December 17, 2021 (9:00 a.m. IST) and ends on Saturday, January 15, 2022 (5:00 p.m. IST). Shareholders desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.

12. Resolution passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.

13. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Saturday, January 15, 2022, i.e., the last date specified for receipt of votes through the e-voting process.

14. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by Central Depository Services (India) Limited ("CDSL").

15. The Scrutinizer will submit his report to the Whole-time Director after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorised, on or before Monday, January 17, 2022 and will also hosted on website of the Company ([www.trescon.com](http://www.trescon.com)) besides being communicated to the Stock Exchange, Depositories and Registrar and Share Transfer Agent.

16. In order to increase the efficiency of the e-voting process, SEBI vide its circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 had decided to enable e-voting to all the demat account holders by way of a single login credential through their demat accounts/ websites of Depositories/ DP. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participation in e-voting process.

Therefore to support the above initiative undertaken by SEBI shareholders are requested to intimate or update changes if any, pertaining to their email address and mobile numbers with their respective depositories/DP.

Shareholders holding shares in physical form and want to avail the above initiatives of SEBI are requested to convert their physical holdings into demat form. Shareholders can contact Satellite Corporate Services Pvt. Ltd for any assistance in this regard.

#### 17. Instructions for to e-voting

A) The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	End of remote e-voting
From 9:00 a.m. (IST) on Friday, December 17, 2021	Up to 5:00 p.m. (IST) on Saturday, January 15, 2022

B) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the relevant depository as on the Cut-off date, Friday, December 10, 2021, only shall be entitled to avail the facility of remote e-voting at the Meeting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

C) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.

D) Demat account holders can now cast their votes electronically by way of a single login credential, through their demat accounts/ websites of Depositories, Depository Participants, without having to register again with the E-voting Service Provider (ESP), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

E) The details of the process and manner for remote e-voting for shareholders holding securities in Demat mode are explained herein below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi /Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a</li> </ol>

	mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

F) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- a) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- b) Click on “Shareholders” module.
- c) Now Enter your User ID
  - 1) For CDSL: 16 digits beneficiary ID,
  - 2) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - 3) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company, OR alternatively, if you are registered for CDSL's EASI / EASIEST e-services, you can login at <https://www.cdslindia.com> from login-Myeasi using your login credentials. Once you successfully



login to CDSL's EAST / EASIEST e-services, click on e-voting option and proceed directly to cast your vote electronically.

- d) Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- f) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number mentioned in the email.</li> </ul>
Bank Details OR Date of Birth (DOB)	Enter the Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Bank details field.

- g) After entering these details appropriately, click on “SUBMIT” tab.
- h) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN of TRESCON LIMITED
- k) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- p) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@trescon.com](mailto:cs@trescon.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card by email to [info@satellitecorporate.com](mailto:info@satellitecorporate.com).

2. For shareholders holding shares in demat mode - Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, Client Master List or Copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card by email to [info@satellitecorporate.com](mailto:info@satellitecorporate.com).

The Company's RTA i.e. Satellite Corporate Services Pvt. Ltd. shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call contact Mr. Nitin Kunder (022-2305 8738) or Mr. Mehboob Lakhani (022-2305 8543) or Mr. Rakesh Dalvi (022-2305 8542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 022-2305 8542/43.

**For and on behalf of the Board of Directors of Trescon Limited**

**Place:** Mumbai  
**Date:** November 12, 2021

**Sd/-**  
**Vilas Kharche**  
**Chairman and Wholetime Director**  
(DIN:02202006)

**Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014**

**ITEM No. 1:**

The Board of Directors of the Company based on the recommendation of Nomination & Remuneration Committee had appointed Mrs. Pooja Joshi (DIN: 08125346) as an Additional Director under the category of Woman Independent Director for a term of five consecutive years commencing from November 12, 2021 to November 11, 2026 subject to approval of shareholders. The Board decided to seek approval of the same from shareholders through Postal Ballot under section 110 of the Companies Act, 2013 (the "Act").

The Company has received consent from Mrs. Pooja Joshi to act as a Director in terms of section 152 of the Act and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board of Directors, Mrs. Pooja Joshi fulfils the conditions specified in the Act and the rules made thereunder, for her appointment as an Independent Director of the Company. Mrs. Pooja Joshi is independent of the management and possesses appropriate skills, experience and knowledge. The Company has received a declaration from Mrs. Pooja Joshi confirming that she meets the criteria of independence under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Mrs. Pooja Joshi for the office of Woman Independent Director of the Company.

Mrs. Pooja Joshi shall be paid remuneration by way of fee for attending meetings of the Board and Committees thereof as recommended by the Nomination and Remuneration Committee.

The Board of Directors recommends the resolution for approval of the shareholders by way of an Ordinary Resolution.

Except Mrs. Pooja Joshi, being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out.

Brief profile of Mrs. Pooja Joshi is given below:

Mrs. Pooja Joshi is Masters in Commerce and a member of the Institute of Chartered Accountants of India. She has an extensive experience in financial accounting / reporting, taxation.

Additional information in respect of Mrs. Pooja Joshi, pursuant to the provisions of (i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is annexed to this Notice.

**ITEM No. 2:**

The Board of Directors of the Company based on the recommendation of Nomination & Remuneration Committee had appointed Mr. Jinang Shah (DIN: 08388082) as an Additional Director under the category of Independent Director for a term of five consecutive years commencing from November 12, 2021 to November 11, 2026 subject to approval of shareholders. The Board also decided to seek approval of the same from shareholders through Postal Ballot under section 110 of the Companies Act, 2013 (the "Act").

The Company has received consent from Mr. Jinang Shah to act as a Director in terms of section 152 of the Act and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board of Directors, Mr. Jinang Shah fulfils the conditions specified in the Act and the rules made thereunder, for his appointment as an Independent Director of the Company. Mr. Jinang Shah is independent of the management and possesses appropriate skills, experience and knowledge. The Company has received a declaration from Mr. Jinang Shah confirming that he meets the criteria of independence under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Mr. Jinang Shah for the office of Independent Director of the Company.

Mr. Jinang Shah shall be paid remuneration by way of fee for attending meetings of the Board and Committees thereof as recommended by the Nomination and Remuneration Committee.

The Board of Directors recommends the resolution for approval of the shareholders by way of an Ordinary Resolution.

Except Mr. Jinang Shah, being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out.

Brief profile of Mr. Jinang Shah is given below:

Mr. Jinang Shah is a Commerce Graduate and member of the Institute of Company Secretaries of India and also Masters in Business Administration. He has a diversified experience in Corporate Laws, Securities Laws and Intellectual Property Laws.

Additional information in respect of Mr. Jinang Shah, pursuant to the provisions of (i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is annexed to this Notice.

**ITEM No. 3:**

The Board of Directors of the Company based on the recommendation of Nomination & Remuneration Committee had appointed Mr. Hareshkumar Suthar (DIN: 08388083) as an Additional Director under the category of Independent Director for a term of five consecutive years commencing from November 12, 2021 to November 11, 2026 subject to approval of shareholders. The Board also decided to seek approval of the same from shareholders through Postal Ballot under section 110 of the Companies Act, 2013 (the "Act").

The Company has received consent from Mr. Hareshkumar Suthar to act as a Director in terms of section 152 of the Act and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board of Directors, Mr. Hareshkumar Suthar fulfils the conditions specified in the Act and the rules made thereunder, for his appointment as an Independent Director of the Company. Mr. Hareshkumar Suthar is independent of the management and possesses appropriate skills, experience and knowledge. The Company has received a declaration from Mr. Hareshkumar Suthar confirming that he meets the criteria of independence under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Mr. Hareshkumar Suthar for the office of Independent Director of the Company.

Mr. Hareshkumar Suthar shall be paid remuneration by way of fee for attending meetings of the Board and Committees thereof as recommended by the Nomination and Remuneration Committee.

The Board of Directors recommends the resolution for approval of the shareholders by way of an Ordinary Resolution.

Except Mr. Hareshkumar Suthar, being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out.

Brief profile of Mr. Hareshkumar Suthar is given below:

Mr. Hareshkumar Suthar is a Commerce Graduate and member of the Institute of Cost Accountants of India. He has a widespread experience in cost audit, cost control, product costing and material flow costing.

Additional information in respect of Mr. Hareshkumar Suthar, pursuant to pursuant to the provisions of (i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is annexed to this Notice.

**For and on behalf of the Board of Directors of Trescon Limited**

**Sd/-**

**Vilas Kharche**

**Chairman and Wholetime Director**

**(DIN:02202006)**

**Place:** Mumbai

**Date:** November 12, 2021

**Details of Directors seeking appointment through postal ballot by remote e-voting process**

<b>Name of the Director</b>	<b>Mrs. Pooja Joshi</b>	<b>Mr. Jinang Shah</b>	<b>Mr. Hareshkumar Suthar</b>
<b>Date of Birth</b>	July 28,1990	April 15,1993	September 13,1990
<b>DIN</b>	08125346	08388082	08388083
<b>Date of first appointment on the Board</b>	November 12, 2021	November 12, 2021	November 12, 2021
<b>Terms and Conditions of Appointment</b>	Term of five consecutive years commencing from November 12, 2021 to November 11, 2026	Term of five consecutive years commencing from November 12, 2021 to November 11, 2026	Term of five consecutive years commencing from November 12, 2021 to November 11, 2026
<b>Remuneration last drawn (including sitting fees, if any)</b>	Not Applicable	Not Applicable	Not Applicable
<b>Relationship with Directors and Key Managerial Personnel</b>	None	None	None
<b>Qualification(s)</b>	Masters in Commerce and a member of the Institute of Chartered Accountants of India	Commerce Graduate, member of the Institute of Company Secretaries of India and Masters in Business Administration	Commerce Graduate and member of the Institute of Cost Accountants of India
<b>Expertise in specific functional area</b>	Financial Accounting / Reporting and Taxation	Corporate Laws, Securities Laws and Intellectual Property Laws	Cost Audit, Cost Control, Product Costing and Material Flow Costing
<b>Board Membership, Chairmanships /Memberships of the Committees of other listed limited companies as on November 12, 2021</b>	Nil	Nil	Nil
<b>Number of shares held in the Company as on November 12, 2021</b>	Nil	Nil	Nil
<b>Number of meetings of the Board attended during the Financial year</b>	1 (One) out of 5(Five) Board Meeting held since her appointment	1 (One) out of 5(Five) Board Meeting held since his appointment	1 (One) out of 5(Five) Board Meeting held since his appointment

For and on behalf of the Board of Directors of Trescon Limited

Sd/-

Vilas Kharche

Chairman and Wholetime Director

(DIN:02202006)

Place: Mumbai

Date: November 12, 2021